

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

<p>JOHN P. MILES, LOUISIANA MUNICIPAL POLICE EMPLOYEES' RETIREMENT SYSTEM, CITY OF NEW ORLEANS EMPLOYEES' RETIREMENT SYSTEM, FRANCES O. GOLDMAN, <i>Derivatively on Behalf of BP PLC</i>,</p> <p>Plaintiffs,</p> <p>v.</p> <p>ANTHONY B. HAYWARD, IAIN C. CONN, ROBERT W. DUDLEY, BYRON E. GROTE, ANDY G. INGLIS, CARL-HENRIC SVANBERG, PAUL M. ANDERSON, ANTONY BURGMANS, CYNTHIA B. CARROLL, SIR WILLIAM M. CASTELL, GEORGE DAVID, IAN DAVIS, DOUGLAS J. FLINT, DEANNE S. JULIUS, H. LAMAR MCKAY, IAN MG PROSSER, ERROLL B. DAVIS JR.,</p> <p>Defendants,</p> <p>and</p> <p>BP PLC,</p> <p>Nominal Defendant.</p>	<p>Case No. 4:10-cv-03447</p> <p>The Hon. Keith Ellison</p>
<p>CODY A. NEDVED, <i>Derivatively on Behalf of BP PLC</i>,</p> <p>Plaintiff,</p> <p>v.</p> <p>ANTHONY B. HAYWARD, IAIN C. CONN, ROBERT W. DUDLEY, BYRON E. GROTE, ANDY G. INGLIS, CARL-HENRIC SVANBERG, PAUL M. ANDERSON, ANTONY BURGMANS, CYNTHIA B. CARROLL, SIR WILLIAM M. CASTELL, GEORGE DAVID, IAN DAVIS, DOUGLAS J. FLINT, DEANNE S. JULIUS, H. LAMAR MCKAY, TRANSOCEAN LTD., TRANSOCEAN DEEPWATER, INC., TRANSOCEAN OFFSHORE DEEPWATER DRILLING, INC., CAMERON INTERNATIONAL CORPORATION, HALLIBURTON ENERGY SERVICES, INC., TA THROUGH TZ INSURANCE COMPANIES AS INSURERS OF TRANSOCEAN, CA THROUGH CZ INSURANCE COMPANIES AS INSURERS OF CAMERON</p>	<p>Case No. 4:10-cv-03451</p> <p>The Hon. Keith Ellison</p>

<p>INTERNATIONAL, HA THROUGH HZ INSURANCE COMPANIES AS INSURERS OF HALLIBURTON,</p> <p>Defendants,</p> <p>and</p> <p>BP PLC,</p> <p>Nominal Defendant.</p>	
<p>VICTOR SKOMEDAL, <i>Derivatively on Behalf of BP PLC</i>,</p> <p>Plaintiff,</p> <p>v.</p> <p>ANTHONY B. HAYWARD, IAIN C. CONN, ROBERT W. DUDLEY, BYRON E. GROTE, ANDY G. INGLIS, CARL-HENRIC SVANBERG, PAUL M. ANDERSON, ANTONY BURGMANS, CYNTHIA B. CARROLL, SIR WILLIAM M. CASTELL, GEORGE DAVID, IAN DAVIS, DOUGLAS J. FLINT, DEANNE S. JULIUS, H. LAMAR MCKAY TRANSOCEAN LTD., TRANSOCEAN DEEPWATER, INC., TRANSOCEAN OFFSHORE DEEPWATER DRILLING, INC., CAMERON INTERNATIONAL CORPORATION, HALLIBURTON ENERGY SERVICES, INC., TA THROUGH TZ INSURANCE COMPANIES AS INSURERS OF TRANSOCEAN, CA THROUGH CZ INSURANCE COMPANIES AS INSURERS OF CAMERON INTERNATIONAL, HA THROUGH HZ INSURANCE COMPANIES AS INSURERS OF HALLIBURTON,</p> <p>Defendants,</p> <p>and</p> <p>BP PLC,</p> <p>Nominal Defendant.</p>	<p>Case No. 4:10-cv-03450</p> <p>The Hon. Keith Ellison</p>

PLAINTIFFS LOUISIANA MUNICIPAL POLICE EMPLOYEES' RETIREMENT SYSTEM, JOHN P. MILES, FRANCES O. GOLDMAN, CITY OF NEW ORLEANS EMPLOYEES' RETIREMENT SYSTEM, VICTOR SKOMEDAL, AND CODY A. NEDVED'S JOINT MOTION FOR CONSOLIDATION AND APPOINTMENT OF CO-LEAD COUNSEL

This Joint Motion for Consolidation and Appointment of Co-Lead Counsel is filed by Plaintiffs Louisiana Municipal Police Employees' Retirement System ("**LAMPERS**"), John P. Miles ("**Miles**"), Frances O. Goldman ("**Goldman**"), the City of New Orleans Employees' Retirement System ("**NOERS**"), Victor Skomedal ("**Skomedal**"), and Cody A. Nedved ("**Nedved**") (collectively, the "**BP Derivative Plaintiffs**").

The BP Derivative Plaintiffs respectfully request that the Court, pursuant to Federal Rule of Civil Procedure 42, consolidate the Coordinated Derivative Action, the Skomedal Action, and the Nedved Action (as hereinafter defined), and appoint Co-Lead Derivative Counsel, an Executive Committee, and Liaison Counsel, with respect to the BP derivative actions that have been transferred to this Court pursuant to the Judicial Panel on Multidistrict Litigation ("JPML")'s Conditional Transfer Order No. 1 entered in MDL-2185 on August 26, 2010.

The BP Derivative Plaintiffs comprise all of the known BP shareholder derivative plaintiffs whose suits have been transferred to this Court for coordinated or consolidated pre-trial proceedings pursuant to Conditional Transfer Order No. 1. The Defendants in the proposed consolidated actions do not oppose the relief sought in this motion.¹

PROCEDURAL BACKGROUND

1. On April 20, 2010, the Deepwater Horizon rig exploded, leaving eleven men dead and causing the worst oil spill in U. S. history (the "Deepwater Disaster"). In its Order of August 10, 2010, the JPML transferred to this Court, for coordinated or consolidated pre-trial proceedings, the securities litigation that has arisen in connection with the Deepwater Disaster.

¹ Defendants, Transocean Ltd., Transocean Deepwater, Inc., Transocean Offshore Deepwater Drilling, Inc., Cameron International Corporation, Halliburton Energy Services, Inc., TA through TZ Insurance Companies as Insurers of Transocean, CA through CZ Insurance Companies as Insurers of Cameron International, HA through HZ Insurance Companies as Insurers of Halliburton, who are named as defendants in the *Skomedal* Action and the *Nedved* Action, will not be included as defendants upon the filing of a consolidated amended complaint. Counsel for Skomedal and Nedved have notified these defendants about this decision, and advised them that they need not respond to their original complaints.

Pursuant to Conditional Transfer Order No. 1 entered in MDL-2185 on August 26, 2010, the BP shareholder derivative actions also were transferred to this Court.

The shareholder derivative actions have progressed as follows:

A. The Coordinated Derivative Action

2. On May 10, 2010, LAMPERS filed a shareholder derivative action brought on behalf and for the benefit of BP Plc (“BP”) against the members of the BP board of directors, senior management, and other various defendants, in connection with the harm their actions have caused to BP and its shareholders in relation to the Deepwater Disaster.

3. On May 11, 2010, Miles filed a shareholder derivative action brought on behalf and for the benefit of BP against the members of the BP board of directors, senior management, and other various defendants, in connection with the harm their actions have caused to BP and its shareholders in relation to the Deepwater Disaster (the “*Miles Action*”).

4. On May 15, 2010, Goldman filed a shareholder derivative action brought on behalf and for the benefit of BP against the members of the BP board of directors, senior management, and other various defendants, in connection with the harm their actions have caused to BP and its shareholders in relation to the Deepwater Disaster.

5. On June 3, 2010, NOERS filed a shareholder derivative action brought on behalf and for the benefit of BP against the members of the BP board of directors, senior management, and other various defendants, in connection with the harm their actions have caused to BP and its shareholders in relation to the Deepwater Disaster.

6. On June 10, 2010, LAMPERS moved to join the *Miles Action*, and on June 15, 2010, NOERS and Goldman moved to join the *Miles Action*.

7. On July 8, 2010, the United States District Court for the Eastern District of Louisiana granted the request by LAMPERS, NOERS, and Goldman to join the *Miles* Action (the “Coordinated Derivative Action”). Pursuant to a stipulation, the Court entered an order that: (1) provided for the effective consolidation of the Coordinated Derivative Action pursuant to Federal Rule of Civil Procedure 20(a)(1) and the filing of a consolidated amended complaint (the “Consolidated Complaint”); (2) memorialized defendants’ agreement to accept service of process of the Consolidated Complaint and respond to it within forty-five days; and (3) memorialized defendants’ representation to rely upon agreements made with counsel for the Coordinated Derivative Action.

8. On August 19, 2010, the Consolidated Complaint was filed in the Coordinated Derivative Action.

9. The Coordinated Derivative Action is now pending before this Court as No. 4:10-cv-03447, *John P. Miles, Louisiana Municipal Police Employees’ Retirement System, The City of New Orleans Employees’ Retirement System, and Frances O. Goldman, Derivatively on Behalf of BP PLC v. Anthony B. Hayward, et al.*, in the United States District Court for the Southern District of Texas, Houston Division.

B. The *Skomedal* Action

10. On July 9, 2010, Skomedal filed a shareholder derivative action brought on behalf and for the benefit of BP against the members of the BP board of directors, senior management, and other various defendants, in connection with the harm their actions have caused to BP and its shareholders in relation to the Deepwater Disaster (the “*Skomedal* Action”).

11. The *Skomedal* Action is now pending before this Court as No. 4:10-cv-03450, *Victor Skomedal, Derivatively on Behalf of BP PLC v. Anthony B. Hayward, et al.*, in the United States District Court for the Southern District of Texas, Houston Division.

C. The *Nedved* Action

12. On July 13, 2010, *Nedved* filed a shareholder derivative action brought on behalf and for the benefit of BP against the members of the BP board of directors, senior management, and other various defendants, in connection with the harm their actions have caused to BP and its shareholders in relation to the Deepwater Disaster (the “*Nedved* Action”).

13. The *Nedved* Action is now pending before this Court as No. 4:10-cv-03451, *Cody A. Nedved, Derivatively on Behalf of BP PLC v. Anthony B. Hayward, et al.*, in the United States District Court for the Southern District of Texas, Houston Division.

D. Transfer of BP Derivative Actions for Pre-Trial Proceedings

14. On July 29, 2010, the JPML held a hearing in Boise, Idaho. Counsel for the Coordinated Derivative Action participated in that hearing and presented oral argument in support of their July 19, 2010 interested party responses, which were filed in both MDL 2179 and MDL 2185.

15. On September 23, 2010, pursuant to the JPML’s Conditional Transfer Order No. 1 in MDL 2185, the Coordinated Derivative Action, the *Skomedal* Action and the *Nedved* Action were transferred to this Court for coordinated or consolidated pre-trial proceedings.

REQUESTED RELIEF

A. Consolidation of BP Derivative Action

16. Following multiple discussions, counsel for the BP Derivative Plaintiffs have agreed to work in a cooperative manner to prosecute the BP Derivative Action. Accordingly,

they request that the Court consolidate the Coordinated Derivative Action, the *Skomedal* Action and the *Nedved* Action into a single BP Derivative Action and appoint a leadership structure.

17. The three actions described above, which constitute the proposed consolidated BP Derivative Action, are brought on behalf and for the benefit of BP. The Defendants in the actions are members of BP's board of directors and its senior management. All three actions seek compensation for the benefit of BP and its shareholders for the Defendants' acts and omissions in relation to the Deepwater Disaster.

18. Under Federal Rule of Civil Procedure 42, the Court may consolidate actions involving common questions of law or fact. Fed. R. Civ. P. 42(a)(2). Consolidation is appropriate here, where all actions are pending before this Court and involve common facts, common defendants, common questions of law, and are in the same stage of litigation. Consolidation will expedite the progress of the BP derivative litigation and eliminate unnecessary repetition. Consolidation will allow the Court to control the disposition of the litigation with economy of time and effort for itself, for counsel, and for the litigants. *See Bottazzi v. Petroleum Helicopters, Inc.*, 664 F.2d 49, 50 (5th Cir. 1981) (determining that plaintiff's psychological condition was sufficient common issue of fact to support consolidation of two actions), *Hendrix v. Raybestos-Manhattan, Inc.*, 776 F.2d 1492, 1495 (11th Cir. 1985) (discussing grounds for consolidation).

19. Accordingly, pursuant to Federal Rule of Civil Procedure 42(a), the BP Derivative Plaintiffs respectfully seek consolidation of the BP derivative litigation into a single BP Derivative Action. Any derivative action on behalf of BP arising from the Deepwater Disaster subsequently filed in or transferred to the United States District Court for the Southern District of Texas also should be consolidated automatically into this action.

B. Approval of Proposed Leadership Structure for Consolidated BP Derivative Action

20. The BP Derivative Action would benefit from a leadership structure among counsel for the BP Derivative Plaintiffs. A leadership structure would allow the Court and counsel to communicate efficiently and effectively and ensure that motions, discovery, and trial preparation proceed in a coordinated and most efficient fashion.

21. Counsel for the BP Derivative Plaintiffs are experienced, national, shareholder class action and derivative action litigators who are dedicated and have the resources and experience to prosecuting this action vigorously. Counsel have discussed and worked together to develop the following leadership structure for the litigation, and respectfully request that the Court approve the structure:

22. Bernstein Litowitz Berger & Grossmann LLP and Kahn Swick & Foti, LLC, counsel for LAMPERS, Miles, and Goldman, respectfully seek appointment as Co-Lead Derivative Counsel for the BP Derivative Action. *See* Exhibit A (Bernstein Litowitz's resume), Exhibit B (Kahn Swick's resume). Co-Lead Counsel's responsibilities would include coordination of all activities and appearances on behalf of plaintiffs in the BP Derivative Action; initiating and filing motions, requests for discovery, and other pretrial proceedings; making work assignments in such a manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplication or unproductive effort; being available for communications with the Court; and speaking for plaintiffs in matters regarding pretrial and trial procedure and settlement negotiations.

23. Wolf Haldenstein Alder Freeman & Herz LLP, counsel for NOERS, respectfully seeks appointment as Chair of the Executive Committee for the BP Derivative Action. *See* Exhibit C (Wolf Haldenstein's resume).

24. Ryan & Maniskas, LLP, counsel for Nedved, and Cafferty Faucher LLP, counsel for Skomedal, respectfully seek appointment as members of the Executive Committee for the BP Derivative Action. *See Exhibit D* (Ryan & Maniskas' resume), Exhibit E (Cafferty Faucher's resume).

25. Ajamie LLP respectfully seeks appointment as Liaison Counsel for the BP Derivative Action. *See Exhibit F* (Ajamie's resume).

C. Certificate of Conference and Statement of Non-Opposition

26. The proposed Co-Lead Counsel have conferred with counsel for the Defendants regarding this motion. Counsel for the Defendants have represented that they do not oppose consolidation of the BP derivative litigation or the other relief requested in this motion. Upon the execution of a confidentiality agreement, Defendants further agreed to provide the BP Derivative Plaintiffs with all documents produced into the depository maintained for litigation involving the Deepwater Disaster, which was established by the United States District Court for the Eastern District of Louisiana. Defendants also agreed to the schedule in the proposed order accompanying this motion.

PRAYER

For the foregoing reasons, BP Derivative Plaintiffs Louisiana Municipal Police Employees' Retirement System, John P. Miles, Frances O. Goldman, the City of New Orleans Employees' Retirement System, Victor Skomedal, and Cody A. Nedved respectfully request that the Court:

- 1) consolidate the BP derivative litigation;
- 2) appoint co-lead counsel, an executive committee, and liaison counsel; and
- 3) grant such other and further relief to which Plaintiffs may show themselves justly entitled.

Respectfully submitted,

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/s/ Dona Szak

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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Agreed Motion for Consolidation and Appointment of Co-Lead Counsel has been served on the following counsel through the Court's electronic filing and notification system and by e-mail on September 30, 2010:

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/s/ Dona Szak

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